

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
In re:	:	Chapter 11
	:	
FIRST MODE HOLDINGS, INC., <i>et al.</i> , ¹	:	Case No. 24-12794 (KBO)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Ref. Docket Nos. 18, 73, 114, 166

**CERTIFICATION OF COUNSEL REGARDING ORDER
(I) APPROVING THE SALE OF ASSETS FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS AND ENCUMBRANCES, (II) APPROVING THE
ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS
AND UNEXPIRED LEASES, AND (III) GRANTING RELATED RELIEF**

On December 16, 2024, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Motion for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Sale of Substantially all of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter into the Stalking Horse APA and Related Bid Protections, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) An Order (A) Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of all Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief* [Docket No. 18] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Mode Holdings, Inc. (7177), and Synchronous LLC (1829). The Debtors’ mailing address is 3417 1st Ave S, Seattle, WA, 98134.

On January 9, 2025, the Debtors filed that certain *Notice of Filing of Proposed Sale Order* [Docket No. 114] (the “**Proposed Sale Order**”).

On January 17, 2025, this Court entered the Bid Procedures Order approving, among other things, the Bid Procedures for the sale of the Assets and Assumption Procedures for the related assumption and assignment of any unexpired leases and executory contracts related to any sale [Docket No. 166].² Pursuant to the Bid Procedures Order, objections to approval of the Proposed Sale Order were to be filed on before January 23, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “**Objection Deadline**”), and a hearing to consider approval of the Proposed Sale Order was scheduled for February 6, 2025 at 9:30 a.m. (prevailing Eastern Time).

Prior to the Objection Deadline, the Debtors received informal comments from the Official Committee of Unsecured Creditors (the “**Committee**”). No other formal or informal responses or objections to the Motion were received.

Attached hereto as **Exhibit A** is a revised proposed order approving the Motion (the “**Revised Proposed Sale Order**”). The language in the Revised Proposed Sale Order resolves the informal comments of the Committee. For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Sale Order against the Proposed Sale Order is attached hereto as **Exhibit B**.

[Remainder of Page Intentionally Left Blank.]

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Bid Procedures Order.

WHEREFORE, as the Debtors did not receive any objections or responses to the Motion other than as described herein, and the Committee does not object to entry of the Revised Proposed Sale Order, the Debtors respectfully request that the Court enter the Revised Proposed Sale Order without further notice or hearing at the Court's earliest convenience.

Dated: February 4, 2025
Wilmington, Delaware

LATHAM & WATKINS LLP

Ray C. Schrock (admitted *pro hac vice*)
Annemarie V. Reilly (admitted *pro hac vice*)
Brian S. Rosen (admitted *pro hac vice*)
1271 Avenue of the Americas
New York, NY 10020
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: annemarie.reilly@lw.com
brian.rosen@lw.com

- and -

Caroline Reckler (admitted *pro hac vice*)
330 North Wabash Avenue, Suite 2800
Chicago, IL 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9767
Email: caroline.reckler@lw.com

- and -

Jeffrey T. Mispagel (admitted *pro hac vice*)
355 South Grand Avenue, Suite 100
Los Angeles, CA 90071
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
Email: jeffrey.mispagel@lw.com

Respectfully Submitted,

/s/ Kara Hammond Coyle

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Joseph M. Mulvihill (No. 6061)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
kcoyle@ycst.com
jmulvihill@ycst.com

Counsel for Debtors and Debtors in Possession